

## Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yy     | уу) :                                    | 31/10/2018             |                               |   |  |  |  |  |  |  |
|-----------------------------------|--|------------------------|-------------------------------|---|--|--|--|--|--|--|
| To : Hong Kong Exchanges and C    | learing Limite                           | ed                     |                               |   |  |  |  |  |  |  |
| Name of Issuer Date Submitted     | Health and 6/11/2018                     | Happiness (H&H)        | International Ho              | oldings Limited                           |  |  |  |  |  |  |
| I. Movements in Authorised Share  | I. Movements in Authorised Share Capital |                        |                               |   |  |  |  |  |  |  |
| 1. Ordinary Shares                |  |                        |                               |   |  |  |  |  |  |  |
| (1) Stock code : 1112             | Description                              | n: Ordinary            | Shares                        |   |  |  |  |  |  |  |
|                                   |  | No. of ordinary shares | Par value<br>( <b>HK</b> \$)  | Authorised share capital ( <i>HK\$</i> )  |  |  |  |  |  |  |
| Balance at close of preceding mor | nth                                      | 10,000,000,000         | 0.01                          | 100,000,000                               |  |  |  |  |  |  |
| Increase/(decrease)               |  |                        |                               |   |  |  |  |  |  |  |
| Balance at close of the month     | _  | 10,000,000,000         | 0.01                          | 100,000,000                               |  |  |  |  |  |  |
| (2) Stock code : N/A              | Description                              | n: <b>N/A</b>          |                               |   |  |  |  |  |  |  |
|                                   |  | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital (State currency) |  |  |  |  |  |  |
| Balance at close of preceding mor | nth                                      |                        |                               |   |  |  |  |  |  |  |
| Increase/(decrease)               | _  |                        | ·                             |   |  |  |  |  |  |  |
| Balance at close of the month     |  |                        |                               |   |  |  |  |  |  |  |

| 2. Preference Shar  | es                 |              |         |                        |                               |   |
|---------------------|--------------------|--------------|---------|------------------------|-------------------------------|---|
| Stock code :        | N/A                | Descripti    | on :    | N/A                    |                               |   |
|                     |                    |              |         | preference<br>hares    | Par value<br>(State currency) | Authorised share capital (State currency) |
| Balance at close of | f preceding mon    | th _         |         |                        |                               |   |
| Increase/(decrease  | e)                 | -            |         |                        | -                             |   |
|                     |                    |              |         |                        |                               |   |
| Balance at close of | f the month        | -            |         |                        |                               |   |
| 3. Other Classes of | f Shares           |              |         |                        |                               |   |
| Stock code :        | N/A                | _Descripti   | on :    | N/A                    |                               |   |
|                     |                    |              |         | ther classes<br>shares | Par value<br>(State currency) | Authorised share capital (State currency) |
| Balance at close of | f preceding mon    | th .         |         |                        |                               |   |
| Increase/(decrease  | e)                 |              |         |                        | - <del></del>                 |   |
| Balance at close of | f the month        |              |         |                        |                               |   |
| Total authorised sh | are capital at the | e end of the | e month | <b>(HK\$)</b> :        |                               | 100,000,000                               |

## II. Movements in Issued Share Capital

|   | No. of ordina | ry shares | No of preference | No. of other classes of |
|---|---------------|-----------|------------------|-------------------------|
|   | (1)           | (2)       | shares           | shares                  |
| Balance at close of preceding month                                 | 640,196,378   | N/A       | N/A              | N/A                     |
| Increase/ (decrease) during<br>the month<br>Balance at close of the | 19,819        | N/A       | N/A              | N/A                     |
| month   | 640,216,197   | N/A       | N/A              | N/A                     |

## III. Details of Movements in Issued Share Capital

| Share Options (under Share<br>Particulars of share<br>option scheme<br>including EGM approval<br>date |         | Movement during | No. of new shares<br>of issuer issued<br>during the month<br>pursuant thereto | No. of new shares of<br>issuer which may be<br>issued pursuant<br>thereto as at close of |          |           |  |
|---|---------|-----------------|---|--|----------|-----------|--|
| (dd/mm/yyyy) and class<br>of shares issuable  | Granted | Exercised       | Cancelled   | Lapsed   | <u> </u> | the month |  |
| 1. Pre-IPO  | Granica | LXCICIOCU       | Odricelled  | Lapsca   |          |           |  |
| Share Option Scheme   |         |                 |   |  |          |           |  |
| (Options for the issue of<br>11,150,249 Shares were<br>granted)                                       |         |                 |   |  |          |           |  |
| (12/07/2010)  |         |                 |   |  |          |           |  |
| Ordinary shares   |         |                 |   |  |          | 716,455   |  |
| (Note 1)  |         |                 |   |  |          |           |  |
| 2. Share Option Scheme  |         |                 |   |  |          |           |  |
| Exercise Price  |         |                 |   |  |          |           |  |
| HKD 15.312  |         |                 |   |  |          |           |  |
| (25/11/2010)  |         |                 |   |  |          |           |  |
| Ordinary shares   |         | 202             |   |  | 202      | 7,903     |  |
| (Note 1)  |         |                 |   |  |          |           |  |
| 3. Share Option Scheme  |         |                 |   |  |          |           |  |
| Exercise Price  |         |                 |   |  |          |           |  |
| HKD11.52  |         |                 |   |  |          |           |  |
| (25/11/2010)  |         |                 |   |  |          |           |  |
| Ordinary shares   |         |                 |   |  |          | 21,604    |  |
| (Note 1)  |         |                 |   |  |          | •         |  |
| 4. Share Option Scheme  |         |                 |   |  |          |           |  |
| Exercise Price  |         |                 |   |  |          |           |  |
| HKD12.12  |         |                 |   |  |          |           |  |
| (25/11/2010)  |         |                 |   |  |          |           |  |
| Ordinary shares   |         |                 |   |  |          | 120,000   |  |
| (Note 1)  |         |                 |   |  |          |           |  |
| 5. Share Option Scheme  |         |                 |   |  |          |           |  |
| Exercise Price  |         |                 |   |  |          |           |  |
| HKD19.64  |         |                 |   |  |          |           |  |
| (25/11/2010)  |         |                 |   |  |          |           |  |
| Ordinary shares   |         |                 |   |  |          | 20,041    |  |
| (Note 1)  |         |                 |   |  |          |           |  |
| 6. Share Option Scheme  |         |                 |   |  |          |           |  |
| Exercise Price  |         |                 |   |  |          |           |  |
| HKD24.70  |         |                 |   |  |          |           |  |
| (25/11/2010)  |         |                 |   |  |          |           |  |
| Ordinary shares   |         |                 |   |  |          | 59,634    |  |

| (Note 1)                               |                |        |   |         |        |            |
|--|----------------|--------|---|---------|--------|------------|
| 7. Share Option Scheme                 |                |        |   |         |        |            |
| Exercise Price                         |                |        |   |         |        |            |
| HKD15.58                               |                |        |   |         |        |            |
| (29/12/2015)                           |                |        |   |         |        |            |
| Ordinary shares                        |                | 12,069 |   | 30,348  | 12,069 | 4,503,748  |
| (Note 1)                               |                |        |   |         | ·      |            |
| 8. Share Option Scheme                 |                |        |   |         |        |            |
| Exercise Price                         |                |        |   |         |        |            |
| HK\$21.05                              |                |        |   |         |        |            |
| (03/05/2016)                           |                |        |   |         |        |            |
| Ordinary shares                        |                |        |   |         |        | 199,699    |
| (Note 1)                               |                |        |   |         |        |            |
| 9. Share Option Scheme                 |                |        |   |         |        |            |
| Exercise Price                         |                |        |   |         |        |            |
| HKD20.92                               |                |        |   |         |        |            |
| (30/09/2016)                           |                |        |   |         |        |            |
| Ordinary shares                        |                |        |   |         |        | 294,546    |
| (Note 1)                               |                |        |   |         |        |            |
| 10. Share Option Scheme Exercise Price |                |        |   |         |        |            |
| HKD23.30                               |                |        |   |         |        |            |
| (23/12/2016)                           |                |        |   |         |        |            |
| Ordinary shares                        |                | 7,378  |   | 5,438   | 7,378  | 89,425     |
| (Note 1)                               |                | 7,310  |   |         | 7,370  | 03,423     |
| 11. Share Option Scheme                |                |        |   |         |        |            |
|  | _              |        |   |         |        |            |
| Exercise Price                         |                |        |   |         |        |            |
| HKD25.75                               | _              |        |   |         |        |            |
| (19/04/2017)                           | <del>_</del> . |        |   |         |        |            |
| Ordinary shares                        |                |        |   |         |        | 1,159,705  |
| (Note 1)                               |                |        |   |         |        |            |
| 12. Share Option Scheme                |                |        |   |         |        |            |
| Exercise Price                         |                |        |   |         |        |            |
| HKD22.15                               |                |        |   |         |        |            |
| (07/07/2017)                           |                |        |   |         |        |            |
| Ordinary shares                        |                | 170    |   | 5,169   | 170    | 187,703    |
| (Note 1)                               |                |        |   |         |        |            |
| 13. Share Option Scheme                |                |        |   |         |        |            |
| Exercise Price                         |                |        |   |         |        |            |
|  |                |        |   |         |        |            |
| HKD29.25                               |                |        |   |         |        |            |
| (24/08/2017)                           |                |        |   |         |        |            |
| Ordinary shares                        |                |        |   | 178,086 |        | 11,508,017 |
| (Note 1)                               |                |        | - |         |        | ,555,511   |
| 14. Share Option Scheme                |                |        |   |         |        |            |
|  |                |        |   |         |        |            |
| Exercise Price                         |                |        |   |         |        |            |
| HKD47.10                               |                |        |   |         |        |            |
| (05/12/2017)                           |                |        |   |         |        |            |
| Ordinary shares                        |                |        |   |         |        | 642,918    |
| (Note 1)                               |                |        |   |         |        |            |
| 15. Share Option Scheme                |                |        |   |         |        |            |
| Exercise Price                         | _              |        |   |         |        |            |
| HKD60.02                               | _              |        |   |         |        |            |
| (20/04/2018)                           |                |        |   |         |        |            |
| (20/04/2010)                           |                |        |   |         |        |            |
| Ordinary shares                        |                |        |   |         |        | 631,972    |

| (Note 1)                                   |                 |                           |          |                   |        |         |
|--|-----------------|---------------------------|----------|-------------------|--------|---------|
| 16. Share Option Scheme                    |                 |                           |          |                   |        |         |
| Exercise Price                             |                 |                           |          |                   |        |         |
| HKD59.05                                   |                 |                           |          |                   |        |         |
| (26/07/2018)                               |                 |                           |          |                   |        |         |
| Ordinary shares                            |                 |                           |          |                   |        | 507,822 |
| (Note 1)                                   |                 |                           |          |                   |        |         |
| 17. Share Option Scheme                    |                 |                           |          |                   |        |         |
| Exercise Price                             |                 |                           |          |                   |        |         |
| HKD47.27                                   |                 |                           |          |                   |        |         |
| (28/09/2018)                               |                 |                           |          |                   |        |         |
| Ordinary shares                            |                 | <b></b> -                 |          |                   |        | 137,277 |
|  |                 |                           | Total A. | (Ordinary shares) | 19,819 |         |
|  |                 |                           |          | reference shares) | N/A    |         |
|  |                 |                           |          | (Other class)     | N/A    |         |
| Total funds raised during the<br>currency) | e month from ex | xercise of options (State | e<br>    | HK\$366,800.944   |        |         |

| Description of warrants (Date of expiry - dd/mm/yyyy)    | Nominal value  Currency of close of precedinominal value month |               | Nominal value at close of the month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of issuer<br>which may be<br>issued pursuant<br>thereto as at<br>close of the<br>month |
|--|--|---------------|-------------------------------------|--|---|
| 1. N/A   | _  |               |                                     |  |   |
|  | _  |               |                                     |  |   |
| ( / / )  |  |               |                                     |  |   |
| Stock code (if listed) Class of shares issuable (Note 1) |  | _             |                                     |  |   |
| Subscription price                                       |  |               |                                     |  |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     | ( / / )  |               |                                     |  |   |
| 2. N/A   | _  |               |                                     |  |   |
|  | <del>_</del>   |               |                                     |  |   |
| ( / / )  |  |               | · -                                 |  |   |
| Stock code (if listed) Class of shares issuable (Note 1) |  |               |                                     |  |   |
| Subscription price                                       |  | <u> </u>      |                                     |  |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     | ( / / )  |               |                                     |  |   |
| 3. N/A   | _  |               |                                     |  |   |
|  | <u> </u>   |               |                                     |  |   |
| ( / / )  |  | _             |                                     |  | _   |
| Stock code (if listed)                                   |  | <u></u>       |                                     |  |   |
| Class of shares issuable (Note 1)                        |  |               |                                     |  |   |
| Subscription price                                       |  |               |                                     |  |   |
| EGM approval date (if applicable)                        |  |               |                                     |  |   |
| (dd/mm/yyyy)   | (  |               |                                     |  |   |
| 4. <b>N/A</b>  | _  |               |                                     |  |   |
|  | _  |               |                                     |  |   |
| ( / / )  | <u> </u>   | _             | · -                                 |  |   |
| Stock code (if listed) Class of shares issuable (Note 1) |  |               |                                     |  |   |
| Subscription price                                       |  | <u> </u>      |                                     |  |   |
| EGM approval date (if applicable)                        |  |               |                                     |  |   |
| (idd/mm/yyyy)  | ( / / )  |               |                                     |  |   |
|  |  | Total B. (Ord | inary shares)                       | Nil  |   |
|  |  |               | ence shares)                        | N/A  | _   |
|  |  |               | (Other class)                       | N/A  | _   |

| Convertibles (i.e. Convertible into Sh               | ares of the Iss                      | uer which are to be L | isted)                     |                                |  |   |
|--|--------------------------------------|-----------------------|----------------------------|--------------------------------|--|---|
| Class and description                                | Currency of<br>amount<br>outstanding | Amount at close of    | Converted during the month | Amount at close of the month   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of issuer<br>which may be<br>issued pursuant<br>thereto as at<br>close of the<br>month |
| 1. HK\$3.1 billion zero                              |                                      |                       |                            |                                |  |   |
| coupon convertible bonds<br>due 2019                 | -<br>-                               |                       |                            |                                |  |   |
| Stock code (if listed)                               | HKD 6024                             | \$3,100,000,000       | Nil                        | Nil                            | Nil  | Nil(See<br>Remarks)   |
| Class of shares issuable (Note 1)                    | Ordinary                             |                       |                            |                                |  |   |
| Subscription price EGM approval date                 | HK\$ 90.84                           |                       |                            |                                |  |   |
| (if applicable)<br>(dd/mm/yyyy))                     | N/A                                  |                       |                            |                                |  |   |
| 2. <b>N/A</b>  | -                                    |                       |                            |                                |  |   |
| Stock code (if listed)                               | <u> </u>                             |                       |                            |                                |  |   |
| Class of shares issuable (Note 1)                    |                                      |                       |                            |                                |  |   |
| Subscription price EGM approval date                 |                                      |                       |                            |                                |  |   |
| (if applicable)<br>(dd/mm/yyyy)<br>3. <b>N/A</b>     | ( / /                                | )                     |                            |                                |  |   |
|  | -<br>-                               |                       |                            |                                |  |   |
| Stock code (if listed)                               |                                      |                       |                            |                                |  |   |
| Class of shares issuable (Note 1) Subscription price |                                      |                       |                            |                                |  |   |
| EGM approval date (if applicable)                    |                                      |                       |                            |                                |  |   |
| (dd/mm/yyyy)<br>4. <b>N/A</b>                        |                                      | <u> </u>              |                            |                                |  |   |
|  | -<br>-                               |                       |                            |                                |  |   |
| Stock code (if listed) Class of shares issuable      |                                      |                       |                            |                                |  |   |
| (Note 1) Subscription price                          |                                      |                       |                            |                                |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)       | (                                    |                       |                            |                                |  |   |
| (dd///////yyyy)                                      | 1 1                                  | <u>'</u>              |                            | dinary shares)                 | Nil  | _   |
|  |                                      |                       | (Prefe                     | rence shares)<br>(Other class) | N/A<br>N/A   | -<br>-  |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---|---|
| if applicable, and class of shares issuable:               |   | at close of the month   |
| 1. N/A   |   |   |
| ·· <u>1971</u>   |   |   |
|  |   |   |
|  |   |   |
| shares (Note 1)  |   |   |
|  |   |   |
| 2. <b>N/A</b>  |   |   |
|  |   |   |
|  |   |   |
|  |   |   |
| shares (Note 1)  |   |   |
| 3. N/A   |   |   |
| 3. <u>N/A</u>  |   |   |
|  |   |   |
|  |   |   |
| shares (Note 1)  |   |   |
|  |   | -   |
| Total D. (Ordinary shares)                                 | Nil   |   |
| (Preference shares)  | N/A   | -   |
| (Other class)  | N/A   | -   |
|  |   | =   |

|    |               |                           |   |       |   | No of now  |  |
|----|---------------|---------------------------|---|-------|---|--|--|
|    |               |                           |   |       |   | No. of new<br>shares of issuer<br>issued during the<br>month pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|    | Type of Issue |                           |   |       |   |  |  |
|    |               |                           | Class of shares issuable (Note 1)       |       |   |  |  |
| 1. | Rights issue  | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |  |  |
|    |               |                           | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |  |  |
|    |               |                           |   |       |   | N/A  | N/A  |
|    |               |                           | Class of shares issuable (Note 1)       |       |   |  |  |
| 2. | Open offer    | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |  |  |
|    |               |                           | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |  |  |
|    |               |                           |   |       |   | N/A  | <u>N/A</u>   |
|    |               |                           | Class of shares issuable (Note 1)       |       |   |  |  |
| 3. | Placing       | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |  |  |
|    |               |                           | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |  |  |
|    |               |                           | ,,,,,                                   |       |   | <u>N/A</u>   | <u>N/A</u>   |
|    |               |                           | Class of shares issuable (Note 1)       |       |   |  |  |
| 4. | Bonus issue   |                           | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |  |  |
|    |               |                           | EGM approval date:<br>(dd/mm/yyyy)      | ( / / | ) | N/A  | N/A  |

|    |                        |            |                |   |       |   | No. of new<br>shares of issuer<br>issued during the<br>month pursuant<br>thereto |             |
|----|------------------------|------------|----------------|---|-------|---|--|-------------|
|    | Type of Issue          |            |                |   |       |   |  |             |
|    |                        |            |                | Class of shares issuable (Note 1)           |       |   |  |             |
| 5. | Scrip dividend         | At price : | State currency | <br>Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |  |             |
|    |                        |            |                | EGM approval date:<br>(dd/mm/yyyy)          | ( / / | ) | N/A  | N/A         |
|    |                        |            |                |   |       |   |  |             |
|    |                        |            |                | Class of shares repurchased (Note 1)        |       |   |  |             |
| 6. | Repurchase of shares   |            |                | Cancellation date : (dd/mm/yyyy)            | ( / / | ) |  |             |
|    |                        |            |                | EGM approval date: (dd/mm/yyyy)             | ( / / | ) | N/A  | N/A         |
|    |                        |            |                |   |       |   | <u> NA</u>   | <u> N/A</u> |
|    |                        |            |                | Class of shares redeemed (Note 1)           |       |   |  |             |
| 7. | Redemption of shares   |            |                | Redemption date : (dd/mm/yyyy)              | ( / / | ) |  |             |
|    |                        |            |                | EGM approval date:<br>(dd/mm/yyyy)          | ( / / | ) | N/A  | N/A         |
|    |                        |            |                |   |       |   |  |             |
|    |                        |            |                | Class of shares issuable (Note 1)           |       |   |  |             |
| 8. | Consideration issue    | At price : | State currency | Issue and allotment date : (dd/mm/yyyy)     | ( / / | ) |  |             |
|    |                        |            |                | EGM approval date:<br>(dd/mm/yyyy)          | ( / / | ) | N/A  | N/A         |
|    |                        |            |                |   |       |   |  |             |
|    |                        |            |                | Class of shares issuable (Note 1)           |       |   |  |             |
| 9. | Capital reorganisation |            |                | Issue and allotment date : (dd/mm/yyyy)     | ( / / | ) |  |             |
|    |                        |            |                | EGM approval date: (dd/mm/yyyy)             | ( / / | ) | N/A  | N/A         |
|    |                        |            |                |   |       |   | 14/73  | 11//1       |
| 1  |                        |            |                |   |       |   |  |             |

|    | Type of Issu    | е  |   | is  | No. of new<br>shares of issuer<br>ssued during the<br>month pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|-----------------|--|---|---|---|--|
| 10 | . Other         | At price . State                             | Class of shares issuable (Note 1)                               |   |   |  |
|    | . Other         | At price : Currency                          | <ul> <li>Issue and allotment date :<br/>(dd/mm/yyyy)</li> </ul> | ()  | N/A   | N/A  |
|    |                 |  | EGM approval date: (dd/mm/yyyy)                                 | <u>N/A</u>  |   |  |
|    |                 |  |   | (Ordinary shares)<br>reference shares)<br>(Other class) | N/A   | -<br>-   |
|    |                 |  |   |   |   |  |
| Т  | otal increase / | / (decrease) in ordinary shares during the m | nonth (i.e. Total of A to E):                                   | (1)   | 19  | ,819   |
|    |                 |  |   | (2)   |   | N/A  |
| T  | otal increase / | (decrease) in preference shares during the   | e month (i.e. Total of A to E):                                 |   |   | N/A  |
| Т  | otal increase / | (decrease) in other classes of shares during | ng the month (i.e. Total of A to E)                             | :   | N   | N/A  |

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

| Remarks (if any):  |
|--|
| The entire principal amount of the HK\$3.1 billion zero coupon convertible bonds due 2019 issued by the Company has been |
| repurchased by the Company but not yet cancelled.  |
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| Submitted by: Yang Wenyun  |
|  |
| Title: Joint Company Secretary  (Director Secretary or other duly sutherized efficient)                                  |
| (Director, Secretary or other duly authorised officer)   |
|  |
|  |
|  |

## Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.